



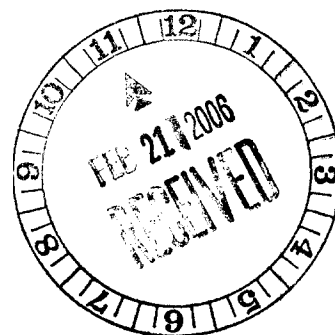
CORPORATION SERVICE COMPANY

RECORDATION NO. 24309-F FILED

FEB 21 '06

4-17 PM

SURFACE TRANSPORTATION BOARD



February 16, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 150823-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of January 26, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas New York, NY 10036

Lessee: **GREAT LAKES CARBON LLC**
16945 NORTHCHASE, HOUSTON TX 77060

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **GREAT LAKES CARBON LLC** covering 40-4,750 C.F> covered hopper car with gravity gates and trough hatches 15496/944558 as further described on the attached Schedule A-Non Inclusive.

Please file this memorandum as a SECONDARY document to Recordation #24309-D dated 05/12/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist
800/995-5071 ext 3753

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26 day of Jan 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and, GREAT LAKES CARBON, LLC as assignee of GREAT LAKES CARBON CORPORATION, a Delaware limited liability company, with an address at 16945 Northchase, Houston, TX 77060 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of ~~January~~ ^{FEB} 1, 2006 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of December 13, 2002 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on May 12, 2004 as recordation number 24309-D.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

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THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William P. O'Brien

Name: William P. O'Brien

Title: Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GREAT LAKES CARBON, LLC as assignee of GREAT LAKES CARBON CORPORATION

By: A Frank Baca

Name: A FRANK BACA

Title: SR. VP Ops & Admin

Schedule A

Number of Cars

Equipment Description

40 4,750 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	15496
2	CEFX	15498
3	CEFX	15501
4	CEFX	15505
5	CEFX	15508
6	CEFX	15526
7	CEFX	15536
8	CEFX	15537
9	CEFX	15543
10	CEFX	15545
11	CEFX	15553
12	CEFX	15555
13	CEFX	15561
14	CEFX	15570
15	CEFX	15604
16	CEFX	15605
17	CEFX	15622
18	CEFX	15627
19	CEFX	15629
20	CEFX	15638
21	CEFX	15642
22	CEFX	15645
23	CEFX	15719
24	CEFX	151890
25	GRPX	944107
26	GRPX	944138
27	GRPX	944222
28	GRPX	944230
29	GRPX	944238
30	GRPX	944263
31	GRPX	944269
32	GRPX	944277
33	GRPX	944298
34	GRPX	944330
35	GRPX	944409
36	GRPX	944421
37	GRPX	944440
38	GRPX	944478
39	GRPX	944500
40	GRPX	944558